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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
Residential Capital, LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	: :
Debtors.	: Jointly Administered
	: :
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**NOTICE OF FILING OF EXECUTION VERSIONS OF EXHIBIT 2 (LIQUIDATING
TRUST AGREEMENT), EXHIBIT 3 (RMBS CLAIMS TRUST AGREEMENT),
EXHIBIT 4 (BORROWER CLAIMS TRUST AGREEMENT), EXHIBIT 5 (PRIVATE
SECURITIES CLAIMS TRUST AGREEMENT), AND EXHIBIT 11 (COOPERATION
AGREEMENT BETWEEN LIQUIDATING TRUST AND THE KESSLER
SETTLEMENT CLASS) TO THE PLAN SUPPLEMENT TO THE JOINT
CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL.
AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that pursuant to the *Order (I) Approving Disclosure
Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or
Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV)
Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the
Confirmation Hearing and for Filing Objections to Confirmation of the Plan, and (VI) Granting
Related Relief* entered on August 23, 2013 [Docket No. 4809] (the "Disclosure Statement

Approval Order”), the Plan Proponents¹ hereby file execution versions of certain exhibits comprising the Plan Supplement in connection with the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors*, as amended, dated August 23, 2013 [Docket No. 4819, Ex. 1] (as may be modified or amended, the “Plan”):

- **Exhibit 2**: Liquidating Trust Agreement
- **Exhibit 3**: RMBS Claims Trust Agreement
- **Exhibit 4**: Borrower Claims Trust Agreement
- **Exhibit 5**: Private Securities Claims Trust Agreement
- **Exhibit 11**: Cooperation Agreement between the Liquidating Trust and the Kessler Settlement Class

PLEASE TAKE FURTHER NOTICE that blacklines of changed pages to Exhibit 2 (from the prior version filed with the Court on December 10, 2013), Exhibit 3 (from the prior version filed with the Court on October 11, 2013), Exhibit 4 (from the prior version filed with the Court on November 11, 2013), Exhibit 5 (from the prior version filed with the Court on October 11, 2013), and Exhibit 11 (from the prior version filed with the Court on October 11, 2013), are each appended to the clean copy of the exhibit.

PLEASE TAKE FURTHER NOTICE that the undersigned continue to reserve the right to alter, amend, modify or supplement any document in the Plan Supplement as provided by the Plan or in accordance with their terms, as applicable.

PLEASE TAKE FURTHER NOTICE that copies of the Plan and the Plan Supplement can be viewed and obtained for a fee via PACER at www.pacer.gov or (without charge) on the Debtors’ restructuring website at www.kccllc.net/rescap.

¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Disclosure Statement Approval Order or the Plan, as applicable.

Dated: December 17, 2013
New York, New York

/s/ Gary S. Lee

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